

Summary of Statements of Work From AFI to ResCap

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
1	Finance Shared Services (1a04)	Finance Tax	AFI provides various finance services to ResCap including Purchase-to-Pay (P2P) in various ResCap locations. These P2P services include use of the using various applications through AFI's vendor management system including purchase requisition, invoice reconciliation, create and update vendor master records, and processing invoices for payment to vendors. AFI also processes ResCap's payroll needs through its various locations, handles travel and expense management services, account reconciliation to the general ledger, fixed assets accounting by entering necessary journal entries and reclaimed property and escheatment processing through AFI's database.
2	Tax Services (1a08)	Finance Tax	AFI prepares and validates ResCap's tax forecast, provides tax planning advice to meet ResCap's needs as well as preparing supporting schedules necessary to substantiate tax journal entries. AFI also prepare account reconciliations on the for various aspects of ResCap's tax needs including current taxes, deferred taxes, non-income taxes, tax contingency amounts, and other comprehensive income (OCI) tax related accounts. These services also include preparing, reviewing and validating estimated tax calculations and, as appropriate, communicate adjustments to tax accruals for estimated tax payments and compliance with the provisions of the Tax Allocation Agreements. AFI prepares and files ResCap's federal income tax return(s) and schedules as well as any non-US income and non-income tax returns and schedules and state income/non-income tax returns and schedules.
3	General Accounting Services (1A5)	Finance Tax	AFI provides significant transaction and accounting advisory services to ResCap as well as GAAP monitoring and implementation. AFI supports the accounting standard setting process with various organizations on behalf of ResCap including the Financial Accounting Standards Board ("FASB") and supports ResCap in the implementation of changes in accounting standards. On a monthly basis, AFI calculates accrual and compensation expense related to ResCap's compensation plans. On a monthly, it provides basis record journal entries and performs account reconciliations related to pension account balances. It provides support relating to adequacy of reserves, funds transfers pricing, variance analysis, Sarbanes-Oxley IT Testing and derivative accounting services.
4	Capital Markets (1C)	Capital Markets Services	AFI manages ResCap's Non-Core Mortgage Portfolio & Servicing Capital Group based on portfolio targets and balance sheet sensitivities as defined by ResCap's CEO, and other member of ResCap's management team, as directed. AFI executes ResCap hedge transactions for MSR & Treasury related exposures as well providing trading liquidity for Pipeline hedging as well as providing reports concerning the foregoing. It performs counterparty relationship management and negotiation of required trading documentation.

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
5	Internal Audit Services (1G)	Audit	AFI internal audit services to ResCap are divided into two classes of services: The Class A Services include providing targeted audits of various aspects of ResCap's business lines, including mortgage originations, servicing and capital markets activities. Class B services includes utilizing AFI's standard risk assessment methodology and tools to conduct the annual risk assessment used as the basis for the ResCap audit plan. This also includes compiling quarterly reports for the ResCap Audit Committee relating to information on new, past due and re-opened audit issues, progress and results from completed audits, and any changes to AFI's audit plan that may impact audit coverage of ResCap, conducting AFI's quality assurance and improvement program (QAIP) for ResCap as well performing general accounting tasks such as ad-hoc analysis and research as needed to support the Services.
6	eCommerce (1H)	Communications	AFI manages online sales and service capabilities for ResCap by developing and documenting business requirements to define the scope of specific initiatives, verifying that all internal reviews, governance and approval processes required by ResCap policies, procedures and governance structure are completed and documented prior to moving forward on any ResCap projects, processes and contracts, working with ResCap to provide that the entire online experience/capability is in full compliance with all regulatory guidelines and providing that ResCap's online security tools/methods remain up to date.
7	Global Brand & Product Marketing (1I)	Marketing	AFI supports ResCap management of ResCap's origination (home lending) product offering by providing strategic marketing planning & strategy development through its marketing platform development and evolution, messaging strategy, and communications planning activities. AFI helps ResCap develop its creative assets to meet agreed upon strategies and media/marketing plan commitments and performs marketing evaluation and creative optimization activities. AFI provides analytics of modeling associated with targeting. This management of day-to-day marketing operational responsibilities includes managing financial processes related to ResCap marketing expenditures with adherence to ResCap approved budgets as well as managing all agency resources and associated asset development status activities related to ResCap.

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
8	Risk Management (1J)	Risk	AFI as a global enterprise provides risk management services to ResCap. AFI's risk committee will advise on an as-needed basis on risk reporting provided through governance channels. This involves providing a policy framework (including the Global Policy on Policies) used to manage the policy lifecycle process for ResCap. It provides support on the new product approval process. AFI prepares risk analytics and reporting for ResCap's financial and regulatory reporting obligations as well as enterprise stress testing to evaluate the impact of severe yet plausible stress scenarios on risk, financial, capital and liquidity positions, but AFI enterprise stress testing builds on but does not replace autonomous stress tests conducted by ResCap covering specific exposures, portfolios or risks. In additions, AFI is responsible for providing ResCap with the operational risk management framework and business continuity. AFI also provides insurance coverage for ResCap such as Directors & Officers, Errors & Omissions, Fiduciary, Employment Practices Liability, Crime Bond, Property, Cyber Liability, Surety, Domestic & International Casualty – Workers' Compensation, General Liability and surety bonds. In conjunction with ResCap's market risk, AFI creates and monitors risk limits for MSR and performs economic stress testing and other analytical support for the MSR asset as needed. and provides analytical support relating to ResCaps HFI & HFS portfolios, whole loan sales and representations and warranties through use of AFI's models.
9	Facilities Services (1Ka)	Facilities	AFI provides facilities services to ResCap, either directly or through outsource partner Jones Lang LaSalle (JLL) or other 3rd party service provider as selected by AFI. The facilities services will be at differing levels at each location depending upon the respective lease terms and conditions but may include AFI providing managing use and access of facilities for ResCap employees including the costs and services the cost of the space, security services, building repair and maintenance obligations which are identified as tenant's obligations under the respective leases, equipment repair and maintenance, food services, mail services, print management Services, janitorial services, utilities, maintaining current levels of access to the facility for ResCap employees (i.e., badges, readers, access and security in all offices maintained by AFI). In addition, AFI provides space planning and project management services for any ResCap offices that require construction or renovation, moves, or other significant changes.
10	Global Compliance Services (1m)	Compliance (includes Consent Order Costs)	AFI develops and maintains a compliance policy and procedure framework to support ResCap in complying with relevant laws, rules and regulations, including, but not limited to applicable federal consumer protection laws and regulations. This framework will also establish the standards for the development, review process, publishing, and ongoing validation of compliance related policies and procedures across the ResCap and the Global Compliance and Regulatory Affairs organization. AFI develops, conducts, and maintains

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
			<p>a comprehensive compliance risk assessment process as a means to identify and measure the compliance risks to ResCap that may arise from violations of laws or regulations, ineffectiveness and/or weaknesses in the control environment, or from noncompliance with internal compliance policies, procedures, or standards. Compliance risk assessments serve as the foundation for the development and execution of the institution's compliance monitoring and testing program. AFI performs compliance training, monitoring, testing and reporting. In addition, AFI oversees ResCap's customer complaint process so that the appropriate tools and processes are in place, the capture and handling of complaints results in timely responses and escalation to ResCap's management, and reporting and analytic support to enable appropriate root-cause analysis to identify weaknesses and trends that may be indicative of systemic problems or violations. AFI performs an oversight role relating to key consumer practices / consumer protection / fair lending strategies and standards and alerting ResCap to relevant risk issues and emerging trends, and providing consultative guidance on such issues and support with regulatory exams as needed. AFI coordinates the completion of a compliance review of contract terms, assessment of compliance impacts of the service provided, a review of the compliance risk management program of the vendor including the data security environment, a determination of the appropriate service levels if applicable, and performance of ongoing compliance related oversight in coordination with the third party vendor management .</p> <p>AFI provides a robust AML/OFAC program to support to ResCap and monitor regulatory compliance and provides detailed and accurate AML related reporting Identification Program; Customer Due Diligence and Enhanced Due Diligence; Transaction Monitoring; Customer Risk Scoring; Unusual Activity Escalation and Investigation; and FinCEN reporting. AFI notifies ResCap of regulatory and compliance policy changes. This program includes an assessment of the applicability of new laws and regulations to ResCap, coordination with ResCap legal representation for early interpretation and timely communication and information. Additional services include: issue tracking and reporting processes identified through regulatory exams, compliance risk assessments, compliance monitoring and testing activities, complaints and other self identified or otherwise escalated issues. AFI will provide support to ResCap as needed with regard to regulatory exam management and the tracking of related corrective action. With respect to ResCap regulators, this may include assisting in the coordination and scheduling of site visits, consolidation of requested documentation and information, and the tracking and reporting/escalation of ResCap related regulatory findings and action plans. AFI will provide a process for compliance oversight and testing of Global Technology & Operations, including risk assessments of technology controls including but not limited to information security. AFI will provide oversight and management of Consent Order</p>

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
			deliverables to promote compliance with the Order.
11	Global Privacy Services (1N)	Compliance	AFI delivers services to ResCap through its Global Privacy function, which generally provides such services by developing, implementing, and maintaining appropriate AFI policies and procedures so that consistent operating practices are in place to support ResCap in complying with applicable privacy laws and regulations, both directly and through the use of third-party providers. AFI arranges for and conducts appropriate privacy training for ResCap's employees to provide a sufficient level of understanding of the privacy laws and regulations that impact job responsibilities as well facilitating global privacy risk self-assessments in conjunction with ResCap's Data Protection Officers (DPOs). Privacy risk self-assessments are developed and maintained as well monitoring and testing of areas of greatest privacy risk for ResCap as determined through a documented risk assessment on an annual basis. AFI documents all events and incidents and reports impact assessed in the "Incident Notification" report provided to ResCap management and the appropriate Data Privacy Officers and Compliance Officer. AFI coordinate privacy Notices, consents, and opt-outs to ResCap's customers on behalf of ResCap as per applicable privacy policy.
12	Global Security Services (1O)	Compliance	AFI performs security functions across its enterprise. AFI performs the following services for ResCap: drafts and updates the Corporate Anti-Fraud Policy while assisting ResCap with monitoring compliance and enforcing the policy. AFI maintains a case management system for the tracking, reporting and disposition of all security incidents. AFI is responsible for the investigation of all internal security incidents including but not limited to all categories of fraud, ethical/integrity misconduct, theft, security breaches, policy violations, and threats. AFI assists ResCap in managing the risk of external fraud and conducting all external fraud investigations and coordinating with law enforcement as appropriate to seek the recovery of lost assets. Global Security provides support to ResCap in assessing fraud risks in control environments, systems, and processes as well as assistance in assessing fraud prevention and detection tools for use in the ResCap organization. AFI develops content and provides instructors to perform training in live, WebEx, and on-line formats. AFI performs a security review on annual basis on all facilities housing a ResCap operation, and a written report is issued detailing findings, issues resolved, issues pending, and recommendations. AFI also assists ResCap management in providing procedures designed to enhance security and security awareness. AFI also provides security expertise and consultation to ResCap. Global Security analyzes internal and external threats of workplace violence and provides strategies in response including enhanced security measures, investigation, and coordination with law enforcement when appropriate. Global Security also provides training directed at minimizing the likelihood of violence and providing the appropriate response to threats.

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
			Global Security provides travel security information to business travelers with destinations in high risk countries, as well as business intelligence regarding global locations where business opportunities are being considered. AFI maintains an internal and external hotline for issues relating to ResCap.
13	Supply Chain Management Services (1P)	Supply Chain	AFI gathers ResCap requirements, develops an initial list of potential suppliers, and provide input into the sourcing process based on knowledge of supplier sourcing and risk assessment. AFI provides expertise regarding supplier sourcing including insight into current and past contracts for similar products or services. AFI will assist in development of contracts, negotiate contracts and Service Level Agreements on behalf of ResCap for suppliers ResCap has selected through the Sourcing process and assists with access and maintenance of the contract management application. AFI provides financial risk reviews and supplier risk assessments during the sourcing process in accordance with ResCap's direction. AFI assists ResCap as mutually agreed between the parties with the transition plan and termination notification during the off-boarding process.
14	Human Resources Support Services (1Qa)	Human Resources	<p>AFI provides many HR Support Services on behalf of ResCap and based on guidance and oversight provided by ResCap. It provides recruiting support, provides systems and processes to track HR data as well as benefits design and administration of benefits through AonHewitt Benefits Service Center as appropriate, according to the terms of the Ally Financial Inc. Welfare Benefit Plan and the Ally Financial Inc. Retirement Savings Plan. Benefits include under these plans currently include: Medical benefits (Anthem BCBS), Prescription Drug benefits(Express Scripts), Expert Consultation service (Best Doctors), Wellness Programs (Alere), Health Savings Accounts (ACS Mellon), Dental benefits (Delta Dental of Minnesota), Vision benefits (VSP), Life Insurance coverage (Minnesota Life), Disability benefits (The Hartford), Flexible Spending Accounts, Employee Assistance Program (Empathia), and Pre-Tax Commuter benefits. It administers Tuition Reimbursement, Adoption Assistance, and Executive benefits through Accenture, as appropriate and COBRA administration.</p> <p>Subject to reimbursement, AFI will provide and pay on behalf of all eligible ResCap employees to participate in and receive the benefits under the Ally Financial Inc. Welfare Benefit Plan and the Ally Financial Inc. Retirement Savings Plan. Benefits include under these plans currently include: Medical benefits (Anthem BCBS), Prescription Drug benefits(Express Scripts), Expert Consultation service (Best Doctors), Wellness Programs (Alere), Health Savings Accounts (ACS Mellon), Dental benefits (Delta Dental of Minnesota), Vision benefits (VSP), Life Insurance coverage (Minnesota Life), Disability benefits (The Hartford), Flexible Spending Accounts, Employee Assistance Program (Empathia), and Pre-Tax Commuter benefits.</p> <p>Subject to reimbursement, AFI will continue to offer to eligible ResCap employees certain</p>

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
			other employee benefits, including Tuition Reimbursement, Adoption Assistance, Executive benefits, and other related benefits offered as of the date hereof, and make all payments to or on behalf of ResCap employees for these benefits. Subject to reimbursement, AFI will make monthly payments of all premiums, administrative fees, claims and other invoices, as applicable to all insurance companies and third party administrators relating to the plans and benefits listed herein. AFI designs and provides governance for compensations as well providing performance management design, administration, and support. AFI administers training programs, employee relations, manages headcount analysis and tracking as well new hire orientation and off-boarding of staff .
15	Legal Services (1S)	Legal	AFI provides legal advice and counseling, including regarding changes in laws and regulations applicable to ResCap's business, as may be necessary from time to time, in the substantive areas of employment law and federal regulation of bank holding companies and their affiliates as well as drafting agreements pertaining thereto. AFI provides law department management support, consisting of identification and management of law department information management software applications including administration of law firm engagement, oversight, evaluation, e-billing and payment processes and other services provided by the outside counsel relations team.
16	Loan Review (IT)	Loan Review	AFI assists ResCap with establishing and updating an Annual Loan Review Plan. For each individual loan review, AFI performs data analytics and physical file reviews to assess compliance with internal credit policies and loan administration procedures. AFI provides reports with respect to compliance with lending policies and loan administration procedures, assessment of credit policy and procedures, credit risk exposure, provides an annual review of the Allowance for Loan Leases Losses ("ALLL") qualitative reserves including the components of the qualitative reserve calculations and evaluates the activities of lending personnel including their compliance with lending policies and the quality of their loan approvals, monitoring and risk assessment.
17	Treasury Services – Global Funding and Liquidity (1W1)	Treasury	AFI performs a variety of treasury related functions pertaining to short-term liquidity and funding Planning, produces daily liquidity forecast for a rolling 90 to 120-day period, maintain ResCap's unrestricted cash balance at targeted levels given by ResCap Treasury management, facilitates and conducts forecasting discussions with ResCap's business areas to confirm reasonableness of forecast assumptions, provide regular or ad-hoc reporting, within mutually agreeable timeframes, to ResCap's management and board of directors. In addition, AFI provides long term liquidity forecasting and funding planning, tracks and monitors open audit related issues (i.e., internal audit, SOX, etc.), oversees and coordinate Treasury Business Continuity Plans, provides liquidity strategy and liquidity risk oversight and advisory services as well as ad hoc analysis performed as requested by

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
			ResCap.
18	Treasury Services Structured Funding Deal Compliance and Facility Management (1W2)	Treasury	AFI identifies and build triggers into the monitoring process at the inception of all new deals coordinates internal resources for internal and external audits as necessary, supports the development of investor / servicer reports with Securitization Accounting and Legal as necessary, coordinates timely completion and delivery of daily, monthly, quarterly, and annual requirements for all ResCap secured facilities, e.g., USAP, Regulation AB, SEC filings, Officer Certificates (monthly certification process), audited/unaudited financials, collateral reports, etc. Pool builds and collateral management. In conjunction with Capital Markets, as applicable, manages all collateral and coordinates the process for selecting assets to be sold or financed in secured transactions and performs debt structuring and negotiation, modeling/analytics as well producing all data requested by rating agencies and ad hoc support and analysis.
19	Treasury Services, Treasury Operations (1W7)	Treasury	AFI's Capital Markets Operations supports the capital markets business which executes fixed income, equity, FX and derivative trades by providing daily cash forecasting, trading product management relating to management of trading product collateral/margin, management of new counterparty set up, management of new products and processes, and management of quality of data. This involves performing collateral / margin calls with external and internal counterparties, counterparty management for Master Agreements for ISDA (derivatives), MSFTA (TBA), Repo, and Futures Clearing (futures/options), new product and process management:, data integrity management. Other treasury services include bank account administration for management and delivery of cash management services from banking . AFI performs cash and wire desk services.
20	Government Relations (1X)	Government Relations	AFI will work with ResCap's Voice of Customer Team in responding to congressional inquiries on mortgage related issues. AFI will work with internal and external legal counsel in connection with ResCap's responses to governmental investigations involving ResCap. AFI will support ResCap with the following tasks: manage government relations aspects of investigations, including communications with Congressional staff, GAO official and SIGTARP staff and manage the retention and work of external government relations consultants and coordinate the distribution of responsive materials. AFI will provide advice to ResCap from time to time, on political developments and issues and government actions that are relevant to ResCap.
21	Communications and investor Relations Services	Communications	AFI's Communications area will deliver to ResCap employee and executive communications services. It also performs services relating to digital communications, and investor relations.
22	Global Information	ITG	AFI provides Security Architecture and Consulting Services to verify if ResCap is compliant with Information Security Policy standards and where applicable, baseline

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
	Security (1R1)		configuration requirements. AFI Identities and accesses management Services. AFI provides operational support of ResCap's firewalls and intrusion detection capabilities and will monitor these devices. AFI provides computer security incident response support. AFI provides monthly reporting on Information Security Governance. In addition, AFI will provides supervision for IT-related services to monitor that there are proper segregation of duties (i.e. firewall rules proposed by platform support team are approved prior to implementation by IBM);
23	Application Development and Support – IT Corporate Services (1R9)	ITG	AFI is responsible for the delivery of technology projects and the maintenance of applications worldwide. AFI functions as a strategic adviser to the enterprise and to ResCap to provide new system capabilities while efficiently facilitating day-to-day operations. The Services can be organized into two broad categories including application development and enhancement and application support and maintenance.
24	IT Technology Strategy and Architecture Services	ITG	AFI's Enterprise Architecture team and the underlying architecture development processes (e.g., from requirements through planning, testing and execution). The group works to verify that all projects and related architecture are aligned with the overall strategic IT direction set forth by the IT Standards Council and the IT Architecture Review Board. The group also creates and maintains the Architecture templates defined in the Ally Project Execution (APEX) methodology. The templates are completed by the Enterprise Architecture team (or by an outsourced third party).
25	Cross Functional Services	ITG	AFI performs a variety of IT related services for ResCap. It involves different aspects of IT related management services including availability management, IT continuity management, incident management, problem management, service level management. Other services include providing management and reporting of common platforms and systems including Clarity (project management tool) and GEAR (enterprise architecture tool), Datastage, Informatica, Business Objects, Cognos and EFT (Enterprise File Transfer), testing services including performance testing, automation, security testing, test data masking and test tool management and support, providing database architecture, database standards and governance, database change and incident technical management, database security compliance and database administration, supporting the delivery of data between applications and from/to a third party vendor; provide extraction, transformation and load of data between applications, providing management and leadership of functional infrastructure areas, including team goals, priorities and work assignments, providing asset tracking service including both automated and manual process for tracking information systems hardware equipment and support configuration management database linkages between the assets, providing authorized user ID administration, ensuring standardized methods, processes and procedures are used for all changes; maintain the balance between the need for change and the potential detrimental impact of changes.

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
26	End User Computing Services	ITG	AFI provides ResCap service desks for all business application services; provide incident management services, provides executive and critical site support; provide general installs, moves, adds and changes of equipment and applications, manages all aspects of projects related to business unit branch openings or relocations and provides logistical coordination of EUC shipments, manages vendors in accordance with contractual obligations, perform service improvement meetings, and ensure properly defined performance improvement plans, supports and perform audits, manage outstanding audit issues and define remediation plans as requested.
27	Voice Services Mobility	ITG	AFI assists ResCap so that it conforms to AFI's security standards; support in the development of mobility standards and design guidelines; perform all mobility service activities, plans and services. AFI manages the mobile environment, provide technology improvements where possible, provide portable network device administration and management of mobile phones
28	Network Services – Local Area Network	ITG	<u>AFI</u> provides ResCap with general LAN management services general project management, provides third party management and coordination and provide information for audit and performance reviews; provides planning and designing of LAN projects to ensure a high quality network LAN environment; provides general monitoring and management of the LAN environment and provide enterprise operations monitoring support; provides predictive analysis, incident management and problem management, manages LAN capacity; reports and analyze LAN performance; plans, manages and perform IMACs including hard, soft, expedited and project IMACs; conducts and documents Site surveys; maintain locations lists, LAN diagrams, configurations and other LAN documentation; provide equipment space, power and security; provide and manage cabling and wiring; manages third parties and software upgrades and test all new LAN software; provides incidental network hardware; manage relationship with third party suppliers that manage network devices and the general LAN environment; provides LAN equipment and software, implement LAN connections, and provide various other LAN services; engages in transport voice and video protocols over the IP LAN, maintain LAN connectivity, provide a multi-protocol LAN network and provide various other technical LAN services; manages and control LAN connectivity between all sites and external networks; provides wireless telecommunication systems and support for office connectivity.
29	Network Services – Network WAN Services	ITG	AFI provide general WAN management services; third party management and coordination and provide information for audit and performance reviews; provides planning and designing of WAN projects to ensure a high quality network WAN environment; supports equipment provisioning, equipment retirement and asset management support; provides general monitoring and management of the WAN

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
			environment, provide enterprise operations monitoring support; provides proactive analysis and network incident management; manages network capacity ; report and analyze network performance; provides transport support and engineering services, manages and controls connectivity between all sites and external networks; manage and operate all network equipment and software; plans, manages and performs IMACs including hard, soft, expedited and other IMACs; conducts and document Site surveys; provides equipment space, power and security; provide and manage cabling and wiring; provides incidental network hardware; manage the relationship with third party suppliers that manage network devices and the general WAN environment; and supports with general technical requirements, support with system network architecture (SNA), support with routing and data interchange protocols and provide transport for network time protocol servers.
30	Voice Services – Telecommunications and Contact Center	ITG	AFI's provides Telecom call center support to ResCap by establishing security standards; supports in the development of telephony standards and design guidelines; performs all voice service activities, plans and services; manages the voice network including equipment and software; manages third parties; manages voice station headsets, manages unified messaging and provides turret voice services and remotes worker telecommunication services; manages contact center applications, manages and coordinate third parties, assists in planning and design, manages equipment and software, provide fault management, provide capacity and configuration management and assist in performance optimization; provides AFI personnel properly trained to provide services.
31	Hosting Operations – Hosting, Implementation and Data Center Services	ITG	AFI provides ResCap with end to end operation services and provides monitoring and management of AFI's regional operation centers responsible for services in ResCap's service zone; provides all integration, design, management and support for equipment and software; provides and manage a VLAN and premise network environment in hosting centers; provides architecting, implementing ad support of storage management solutions; maintains and provides support for job and batch scheduling and provides enterprise operations monitoring support; manages all components of the server environment including equipment, software and related infrastructure; provides performance statistics and provide technical support and advice for applications; provides ResCap identifier service, non-Windows LDAP, and meta directories; deploys all approved patches to all servers following the change management process development; provides normal business hours for on-site system administrative support for the pre-production environment application operations support; tests and clarifies server builds based on templates and specifications provided; provides email server refreshment, mail management, server management and collaborative application management; supports and maintains the configuration of the interface to LDAP global internet mail relay; provides DHCP and

	Statement of Work (AFI to ResCap)	Functional Service Area	Scope of Services
			<p>BootP services and provide internal DNS and DDNS services with active directory integration; provides documented recovery action plans, basic disaster recovery and management of centralized backup; manages; domain name service (DNS), server name registration and Windows domain requests; support global DNS maintenance, NIS integration and network time protocol (NTP); supports in development environment, pre-production environment and production environment; provides SMTP mail services, gold build deployment and facility management services.</p>

Summary of Statements of Work From ResCap to AFI

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
1	Human Resources Support Services (1Qb)	Human Resources	<p>ResCap provides support for appropriate organizational design based on the business strategies of the organization, including: (i) provide appropriate functional and process alignment; (ii) define reporting relationships; (iii) evaluate spans of control; (iv) provide appropriate role definition and scope; and (v) support change impacting the organization.</p> <p>ResCap manages headcount analysis and tracking, provides management reporting and analysis to AFI, provides project management services in support of business initiatives, provides management and support of HR programs including Recruiting, Comp Plan Administration, and Performance Management, provides support for audit, regulatory, legal, and ad hoc requests as required and administers position approval process.</p> <p>ResCap provides the following compensation plan support: (i) facilitate annual compensation plan review process for AFI working with AFI's Affiliate's Global Capital Markets and Broker Dealer, HR Business Partners, and the AFI Compensation Team; and (ii) administrative oversight for variable plans have been reviewed by appropriate parties and payment modeling has been performed.</p> <p>ResCap provides support for AFI's performance management process including individual development plans, mid-year performance reviews, and year-end performance reviews and provides assistance in setting objectives/requirements, establishing timing, and providing support and expertise to AFI as related to the above mentioned performance management processes.</p> <p>ResCap provides Ad-Hoc Consultative Services</p>
2	Legal Services (1)	Legal	<p>During the Term, ResCap will provide the following Services to AFI in connection with its business activities when requested by AFI and consistent with current and historical practice: (i) Legal advice and counseling, including litigation management and support, including service of process, e-discovery, discovery responses, and litigation holds, as may be necessary or required by AFI from time to time, including without limitation, making available relevant systems and software that may be developed by or for the e-discovery team; (ii) drafting legal agreements and other legal documents in connections with AFI's capital markets functions, including, but not limited to, funding facilities, whole loan sales, and securitizations; (iii) obtaining and maintaining licenses required for AFI's and its subsidiaries' respective businesses, to the extent required; (iv) assistance with legal aspects of investigations and examinations in connection with oversight of the mortgage business by federal, state, and local regulatory bodies; (v) retention, oversight, and management of outside counsel representing AFI as determined by ResCap's legal staff to be appropriate to conduct litigation and/or provide advice, counseling and other legal support as to legal matters of AFI, including in respect of capital markets activities; and (vi) make available to AFI for its use the applications listed in Section VIII below.</p>

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
3	IT Resource Services	ITG	AFI is responsible for the delivery of applications and services worldwide for its business. ResCap provides support in the nature of personnel, assets, facilities and tools (“ResCap’s Resources”) that facilitates AFI’s day-to-day operations. ResCap’s Resources assists AFI’s ability to support the delivery of applications to existing applications per AFI’s enterprise standards and methodology.
4	ResCap Accounting Services	Accounting	During the Term of the Agreement, ResCap will provide the following services to AFI: (i) General Accounting Operations; (ii) Financial and Regulatory Reporting; and (iii) subject matter expertise and support activities to comply with certain of AFI’s Global Financial Control Policies:
5	Master Servicing Bond Modeling (Auto I)	Master Servicing	ResCap will perform monthly bond administration functions compliant to securitization deal documentation and as instructed by AFI including : (i) performing model validations on all securitizations within 1 business day after completion of distribution calculations and prior to reporting and distribution of data and investor remittance amounts; (ii) performing initial modeling and ongoing bond administration for newly originated and assigned deals; (iii) coordinating with AFI in addressing audit requests, issues or concerns as raised; (iv) indentifying and incorporating process improvements surrounding existing monthly distribution processes and integrated workbooks including; (v) coordinating with ITG in resolution of spreadsheet deficiencies as reported on monthly defect logs; (vi) reviewing and recommending logic changes to data queries; access and excel macros and related data exchanges; (vii) reviewing and modifying waterfall validation spreadsheets incorporating excel and access enhancements; and (viii) distributing reports to Investors.
6	Master Servicing Bond Administration (Auto II)	Master Servicing	ResCap will receive monthly, various reports and data files from AFI (or its agent) encompassing the automotive servicing activity for the respective security transactions for the prior month. ResCap will process the activity and calculate amounts owed to and from various parties to the whole loan transaction. Mark to Market deals will be completed and delivered to AFI by EOD on the 6 th Business day of the month. Non Mark to Market deals will be completed and delivered on the 10 th business day of the month.
7	Compliance Services (14H)	Compliance	ResCap will deliver Services through its Compliance and Licensing functions. The following is a general description of the services that may be performed – Compliance Oversight and Support for the Mortgage LoB: ResCap will provide sufficient compliance resources that are dedicated to oversee and support the Client’s compliance needs regarding its Mortgage LoB, which will include Client providing a dedicated Mortgage Compliance Officer and team. Such dedicated Mortgage Compliance Officer and team will provide appropriate Compliance integration with and oversight of the Client’s mortgage business operations, including input on product design and development, projects and key initiatives, operational processes, business strategies and marketing efforts. Licensing: ResCap will provide sufficient licensing resources that are dedicated to applying for and maintaining

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			corporate, branch and individual licenses needed to support the Client (based upon the advice of Client's Legal staff as to licenses needed), which shall include a dedicated Licensing staff. Such dedicated Licensing staff will ensure timely filing of applications to ensure that the Client is in good standing and is appropriately licensed to conduct its business activities.
8	Risk Services Reporting and Special Assets	Risk	ResCap will provides risk reporting, as well as support AFI in the valuation of assets for governance and reporting purposes, seek to liquidate assets at the most economical price for AFI's benefit, evaluate AFI's strategic alternatives and disposition of assets, support AFI with management services of direct personnel and 3 rd party brokers and contractors, provide valuation and risk rating support for tracking of criticized credits and other assets, provide approval of work out resolution recommendations and any loan or asset advance requests and timely and accurate responses to issues that arise on SAG accounts.
9	Application Support (14A)	ITG	ResCap facilitates day-to-day operations by maintaining existing system capabilities for AFI. The Services are application enhancement, and application support and maintenance. ResCap maintains and supports the various application environments including configuration, processing, monitoring, maintenance, trouble shooting, bug correction, application hosting, application maintenance, meeting uptime requirements, responding to incidents and problems as well as disaster recovery. Services also include support for SOX and Enterprise Access Controls (EAC) compliance and responding to audit and other management inquiries. These services can be summarized into application maintenance, application support, information management and reporting, compliance and controls and support for other ad-hoc requests.
10	Capital Markets (14B)	Capital Markets	ResCap will (i) support AFI Lending Channels and Management with product updates and implementation; (ii) negotiate all agreements with Government Sponsored Enterprises (GSE's) and Mortgage Insurance (MI) partners; and coordinate any new contracts and / or updates to existing contracts. Loan Pooling, Securities/Loan Delivery, and Settlement: ResCap will obtain commitment authority money and pool numbers. Identify loans in "targeting lending areas" using thresholds set by GNMA, FNMA and FHLMC. Pooling process in accordance with the criteria set by agency / investor. Send notification to GNMA, FNMA and FHLMC when pool is certified. Settlement Sheet Notification. Delivery of AFI owned loans to the agency or investor. Require that all loans are eligible for delivery to the agency or investor. Pipeline Hedging, Trading and Pricing. Assist in the facilitation of the following at the direction of AFI or Ally Investment Management (AFI IM). Hedging and subsequent sale of every originated/purchased loan (Jumbo HFI – excluded for the purposes of hedging and trading). Implementation and Execution of "best execution" model. Advise AFI regarding margins, product development, credit guidelines, and operational processes. Work with RESCAP Treasury and RESCAP IM to obtain and maintain counterparty relationships. Provide base daily pricing to AFI inclusive of all intra day re-pricing. Provide daily pricing (including margins) for rate sheet flow, direct trade, Bulk Bid, as well as AOT pricing. Consult with AFI Lending

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			<p>Channels and Management regarding the following: Current market conditions or changes in market conditions. Origination volumes and pricing, and potential management decisions, actions or steps to keep pricing and volumes aligned with management objectives. The selection of counterparties for funding and hedging. Produce pricing necessary for daily mark to market. Maintain hedge model (QRM) to ensure all market/GSE assumptions are current. Facilitate purchase of loans via bulk bid/direct trade with AFI Correspondents. Capital Markets Program Office. Coordinate IT/Business strategies and policies across Capital Markets Platforms. Application Management. Portfolio Management/Analytics. Loss Mitigation strategy. Manage repurchased assets: Asset valuation modeling:</p> <p>During the Term of the Statement of Work, RESCAP will provide the following services to AFI: (i) support AFI Lending Channels and Management with product updates and implementation, (ii) negotiate all agreements with Government Sponsored Enterprises (GSE's) and Mortgage Insurance (MI) partners, (iii) participate in Mortgage Credit Operation Risk Committee (MCORC) where all product changes/implementations are reviewed and approved, (iv) work closely with Trading and Credit Risk to require products are safe and sound, (v) create and maintain product support documentation, (vi) Coordinate any new contracts and / or updates to existing contracts.</p>
11	HR Support Services (14C)	Human Resources	<p>ResCap will provide the following HR Support Services: Organizational Design, Employee Relations, Headcount Management, Compensation Design & Administration Services, Staffing, Performance Management/Talent Management/Engagement Services and Enterprise Training Requirements, Workforce Planning & Analytics, and Miscellaneous Human Resource Services</p>
12	Risk Management and Data Collection (14D)	Risk	<p>ResCap will develop, maintain, and update all lending product reference material (product summaries), document matrices, prepare communications and memos to external constituencies, coordinate, on behalf of Bank, relationships with agencies (FNMA, FHLMC, FHA, VA, USDA, and GNMA) on credit related issues, maintain and update the credit chapters of Bank's Guide for all product types, support the development, implementation and maintenance of credit risk support tools, training modules, delegated underwriting authority levels, exclusionary list and condominium management, underwrite performance oversight, develop rules and support maintenance of existing product eligibility and credit risk guidelines within the proprietary automated underwriting system (AUS) (Custom DU) and Ingenious Product Engine, provide support to Underwriting/ Product Development on risk related loan transactional/product policy concerns, provide exception oversight on loan eligibility & credit risk exceptions associated with individual loan transaction, bulk transactions and channel process changes, provide administrative support to Mortgage Credit Operational Risk Committee.</p> <p>Credit Quality Assurance and Fraud. Loan audits are performed on loans for Bank, for compliance with investor and company loan programs, underwriting guidelines, policies, procedures and fraud detection.</p> <p>Quality Assurance will make additional targeted discretionary loan selections to address identified trends or other</p>

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			<p>higher risk areas. Delinquent Audits: Delinquent loan reviews encompass a sample of loans from all Channels.</p> <p>Mortgage Fraud Risk Operations (MFRO) provides fraud awareness training. The training program is designed to inform participants of existing, new and emerging fraud schemes, how to identify red flags and elevating concerns. Fraud training is designed to include origination and servicing employees. Fraud Audit: Reporting and alerts identify lenders with the highest risk thresholds.</p> <p>Appraisal Review: Review of specific appraisals, assessment of Appraisal Management Companies (AMCs), validation of appraisal assessments, vendor monitoring.</p> <p>Servicing Risk Management, including (i) daily, monthly and quarterly Mortgage Servicing Rights (MSR) valuation, (ii) MSR asset and portfolio reporting, (iii) creation of loan and tranche data tapes, (iv) documentation and performance of SOX controls, (v) support data and information requests for MSR, and (vi) MSR benchmarking.</p> <p>Credit Risk Modeling - Credit risk analytics and benchmarking, including Ally Bank HFI reserve calculation, ResCap performs the following activities on a monthly basis:</p> <p>Perform a “first look” analysis to verify the reasonableness of the monthly WestPat and SGM (see “Systems Applications”) cycles.</p> <p>Perform SOX controls related to the ALLL calculation process, and provide evidence to the SOX team.</p> <p>Bank HFI ALLL risk analytics and reporting: RESCAP performs the following activities on a monthly basis</p> <p>Bank HFI ALLL governance and financial reporting: RESCAP performs the following activities on a quarterly (or more frequent, as needed) basis.</p> <p>Calculation of HFS valuation levels (to Bank Accounting) for quarterly financial disclosure; participation in meetings with Bank and capital markets representatives to review results.</p> <p>Analysis and presentation of potential updates to WestPat and SGM behavioral model assumptions to the appropriate Bank management and/or Board level Committee.</p> <p>Preparation and presentation of quarter-end levels, analytics and benchmarking for the appropriate Bank management and/or Board level Committee approval.</p> <p>Bank HFI internal and regulatory analytics and reporting: ResCap performs the following activities as needed (typically quarterly), including analysis and presentation in response to Regulator requests (as needed), Bank HFI loss model implementation: Analytics and Controls / Governance / Regulatory presentation related to the implementation of new behavioral and/or calculation models.</p>

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			<p>Investor Repurchase Review: The Investor Repurchase team operating at the sole discretion and authority of a designated Officer of AFI, reviews, responds to, and negotiates on repurchase or indemnification requests from investors for loans where Bank owns the Mortgage Servicing Rights (MSR). In addition, Investor Repurchase reviews Notices of MI Rescission put forth by MI providers for loans where Bank owns the MSR. Investor Repurchase reviews and responds to investor findings, and provides Repurchase Reporting and Analytics.</p> <p>Risk Applications -</p> <ul style="list-style-type: none"> a. Risk Application Business Design and Maintenance: b. Application Access: c. Business Recovery Planning: Coordination of Business Resiliency Activities to enable compliance with the Bank Business Continuity Policy. d. Operational Risk Management: Coordination of ORM activities. <p>Counterparty and Market Risk -</p> <ul style="list-style-type: none"> a. Calculating counterparty exposures for derivative transactions, operating balances, forward settling transactions, and other relevant transactions and producing reporting to test compliance with established limits by counterparty. b. Market Risk Limit monitoring across all portfolios.
13	Legal Services (14E)	Legal	<p>During the Service Term, ResCap shall maintain its current level of service and support and will provide the following services to AFI in respect of AFI's residential mortgage activities:</p> <p>Where requested by AFI, provide legal analysis and support as may be necessary or required by AFI from time to time, including without limitation, support for the mortgage correspondent, warehouse, and wholesale lending lines</p> <p>Inform and instruct AFI management regarding changes in laws and regulations affecting AFI;</p> <p>Examination support;</p> <p>Review marketing materials;</p> <p>Fair lending and fair credit support, supplemented by AFI's legal staff;</p> <p>Licensing matters not otherwise covered;</p> <p>Retain and manage outside counsel as determined to be appropriate to conduct litigation and/or provide assistance in</p>

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			other specialized matters; and Other services as requested from time to time by AFI
14	Accounting (14F)	Accounting	During the Term of the Agreement, ResCap will provide the following services to Ally Financial Inc.: Accounting Operations: ResCap provides accounting services and subject matter expertise related to domestic residential mortgage loan activities to AFI, including services pertaining to: Mortgage Loan Accounting: (i) Mortgage Loan Inventory, and (ii) Servicing Operations. Real Estate Owned (REO) Accounting. Corporate Accounting. Transaction Support. Financial and Regulatory Reporting. Financial Systems Support. Ad-Hoc Audit Support.
15	Mortgage Financial Planning and Analysis (14G)	Finance	ResCap provides financial information that is needed for AFI's consolidated forecast and business plan activities. ResCap also provides support as requested, and jointly agreed to between ResCap and AFI, for ad-hoc analysis and reporting (e.g., FED / SEC requests.). Services include: A. GAAP / Managerial forecasts at the product and portfolio levels 1. Financial forecast and planning services for AFI's Affiliate, Ally Bank's Mortgage business including balance sheet (new loan volume, loan sales, asset liquidation/termination, allowance for loan loss and other asset balances) and income statement items (revenue by product and expenses including depreciation, interest, provision, operating, etc.). 2. Forecasts are provided, at a minimum at the direction of Ally Corporate FP&A, typically quarterly for detailed forecasts, monthly for executive forecasts, or more frequently as requested by AFI (for more frequent requests, delivery timeframe jointly agreed to between ResCap and AFI on a case by case basis). B. GLR / cash flow forecast 1. Liquidity forecast services for AFI's Affiliate, Ally Bank's Mortgage business including cash-related balance sheet items (new loan volume, loan sales, asset liquidation/termination) and cash-

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			<p>related income statement items (revenue and expenses).</p> <p>2. GLR Forecasts are provided at the direction of AFI's Affiliate, Ally Bank Treasury, typically monthly (for more frequent requests, delivery timeframe jointly agreed to between ResCap and AFI on a case by case basis)</p> <p>C. Portfolio stress tests</p> <p>1. Provide impacts to baseline forecasts under various stress scenarios (declining HPI, increasing market delinquencies) as defined by Ally Risk (delivery timeframe and reasonability of stress scenarios jointly agreed to between ResCap and AFI on a case by case basis)</p> <p>2. Completed at the direction of Ally Corporate FP&A and Ally Risk, usually quarterly (for more frequent requests, delivery timeframe jointly agreed to between ResCap and AFI on a case by case basis)</p> <p>D. Ad hoc reporting and analytics</p> <p>1. Support AFI's Affiliate, Ally Bank's requests for reporting and analytics related to AFI's Affiliate, Ally Bank's Mortgage assets, typically at a product or portfolio level. Product is defined as Vintages and Asset Classes which includes but is not limited to Held for Investment (HFI), Mortgage Servicing Rights (MSR) and Warehouse.</p> <p>2. Ad hoc reporting and analytics provided to AFI's Affiliate, Ally Bank typically includes items such as detailed forecast assumptions, and variance explanations (forecast vs. forecast, actual vs. forecast, etc.), portfolio performance summaries, reserve analysis</p> <p>3. Ad-hoc reporting and analytics in support of special projects as jointly agreed to between ResCap and AFI</p> <p>4. Ad-hoc support is provided upon request from AFI and jointly agreed to by ResCap</p>
16	Record Services (141)	Capital Markets	<p>During the Term of the Statement of Work, ResCap will provide the following services to AFI:</p> <p>Facilitates Treasury and Capital Markets in the determination/confirmation of custodial file locations and updates custodial locations in LoanServ & the Custodial File Database and performs research functions to reconcile custodial locations for files that are shown as not on hand.</p> <p>Process requests for files/documents that are received from internal and external clients for loans sales, litigation requests, audits and reconciliation projects and deliver files/images to requestor in a mutually agreeable format that is</p>

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			<p>suitable to their request (i.e. electronic format).</p> <p>Test and coordinate modifications to a system/database when needed.</p> <p>Responsible for auditing Vendors for compliance to the agreed upon Service Level Agreement (SLA).</p>
17	Business Risk and Controls and Business Excellence Support (14J)	Business Risk and Controls and Business Excellence Support	<p>ResCap will:</p> <p>Perform testing to ensure key operational procedures are performed timely and are adequately documented;</p> <p>Perform independent testing/monitoring to identify gaps in controls;</p> <p>Monitor new and/or revised business practices/strategies, system changes, policies and procedures to ensure that associated risks are identified and addressed;</p> <p>Provide cross functional knowledge to identify risks, controls, and best practices;</p> <p>Partner with AFI and Operational Risk Management in the development of the annual key process assessment and respective targeted risk assessments;</p> <p>Maintain QA program for MERS;</p> <p>Provide Data Privacy incident management;</p> <p>Issue Escalation and Issue Tracking/Action Plan status reporting;</p> <p>Regulatory and Business Continuity Coordination;</p> <p>Centralized Variable Compensation Administration; and</p> <p>Audit Management.</p>
18	Capital Markets Accounting (14L)	Accounting	<p>ResCap will provide accounting & reporting support for the Bank Pipeline Swap, including prepare journal entries associated with the Bank Pipeline swap (inclusive of the pipeline and inventory mark) for recordation by Bank, create and maintain procedural documentation in support of the Bank Pipeline Swap., Submit derivative details into the accounting reporting tool - for SEC disclosures and regulatory reporting, and prepare, review and submit Bank disclosures via an upload to the shared AFI Reporting team rooms:</p> <p>ResCap will also provide accounting & reporting support for the Total Return Swap (TSR), which includes calculating the daily valuation of the Total Return Swap as defined by the legal confirmation (daily and monthly components) as directed by AFI, preparing journal entries associated with the Total Return Swap to be recorded by AFI, including detailed support and assumptions behind the daily exchange, on a daily basis, creating and maintain procedural documentation in support of the Total Return Swap, submitting derivative details into the accounting reporting tool -</p>

	Statement of Work (ResCap to AFI)	Functional Service Area	Scope of Services
			for SEC disclosures and regulatory reporting, and preparing, reviewing and submitting Bank disclosures via an upload to the shared AFI Reporting team rooms: ResCap will also provide Mark to Market Accounting.
19	Consumer Lending Services (14M)	Consumer Lending	ResCap's consumer lending operations shall provide the Services in connection with loans brokered to AFI by ResCap on the Eclipse loan origination system including: (i) State audit review utilizing Global Compliance State Matrix; send special flood hazard notice to borrower when applicable; (ii) obtaining title commitment and review for clear to close; (iii) ensuring that closing agent is approved through Closing Agent Verification Process; and (iv) schedule loan foreclosing. ResCap also provides: (i) loan Closing Services; (ii) Loan Funding Services; (iii) Wire Desk services; and (iv) RESPA Curative Services.
20	Client Repurchase (14N)	Risk	Loss recovery: negotiates repurchase/recovery from correspondent and/or broker on Ally Bank owned loans to mitigate potential loss to AFI's Affiliate, Ally Bank and recapture actual losses on loans that have violated one or more of the loan level representation, warranties, and/or covenants outlined in the applicable contract between AFI's Affiliate, Ally Bank and the correspondent and/or broker. ResCap Client Repurchase develops and distributes repurchase-related communications to clients associated with the repurchase/make whole process and takes action necessary to enforce said obligations (e.g., Repurchase Demand, Notice of Default, Indemnification Agreements, Payment Plan/Settlement Agreements, etc) as directed under the sole discretion by an Officer of AFI's Affiliate, Ally Bank. Loss recovery accounting: on behalf of AFI's Affiliate, Ally Bank, calculates total amounts due for recovery on a loan level basis for repurchase or make whole. ResCap provides reconciliation of monies received from clients as "repurchase funds" or "make whole funds" due AFI's Affiliate, Ally Bank. Loss recovery controls and protocol: provides to AFI's Affiliate, Ally Bank clients who have breached the protocol by publishing the Early Warning Report.